

**Date: October 01, 2016**

**To**  
**The Manager – Listing,**  
**Deptt. of Corporate Services**  
**Bombay Stock Exchange Ltd.**  
**Phiroze Jeejeebhoy Towers ,**  
**Dalal Street,**  
**Mumbai- 400001**

**To**  
**National Stock Exchange of India Ltd.**  
**“Exchange Plaza”, C-1, Block G,**  
**Bandra - Kurla Complex,**  
**Bandra (East),**  
**Mumbai – 400 051**

**Company Symbol: AMTL**

**Company Code: 534612**

**Sub:- 5<sup>th</sup> Annual General Meeting and Voting Results**

Dear Sir / Madam,

We wish to inform you that the 5<sup>th</sup> Annual General Meeting of the Members of Advance Metering Technology Limited was duly convened and held on 30<sup>th</sup> September, 2016 at 09:00 A.M. at Time Farm, Khasra No. 13, Palla Bakhtawar Pur Road, Delhi -110036.

In this regards, please find enclosed:-

- 1) Voting Results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 2) Scrutinizer’s Report.

Kindly take the same in your record and oblige.

Thanking you,

For **Advance Metering Technology Limited**



**Rakesh Dhody**  
**AVP (Corporate Affairs)**  
**& Company Secretary**



Encl. As above

## Voting Results

<b>Date of the AGM</b>	<b>30<sup>th</sup> September, 2016</b>
Total number of shareholders on record date	<b>12007</b>
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoters Group:	6
Public:	42
No. of Shareholders attended the meeting through Video Conferencing:	N. A.
Promoters and Promoters Group:	
Public:	

<b>Resolution No.</b>		<b>1</b>						
Resolution required: (Ordinary / Special)		Ordinary Resolution: Adoption of the Audited Financial Statements of the Company (Standalone and Consolidated) for the year ended March 31, 2016 together with the reports of the Board of Directors and Auditors' thereon						
Whether promoter / promoter group are interested in the agenda / resolution		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)- [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	1,02,04,716	69,41,846	68.03	69,41,846	0	100	0
	Poll		32,62,870	31.97	32,62,870	0	100	0
	<b>Total</b>		<b>1,02,04,716</b>	<b>100.00</b>	<b>1,02,04,716</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	Remote E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	Remote E-Voting	58,52,750	5,09,428	8.70	5,09,328	100	99.98	0.02
	Poll		2,379	0.04	2,379	0	0.04	0
	<b>Total</b>		<b>5,11,807</b>	<b>8.74</b>	<b>5,11,707</b>	<b>100</b>	<b>99.98</b>	<b>0.02</b>

<b>Resolution No.</b>		<b>2</b>						
Resolution required: (Ordinary / Special)		Ordinary Resolution: Re-appointment of Mr. Prashant Ranade (DIN No. 00006024), who retires by rotation.						
Whether promoter / promoter group are interested in the agenda / resolution		No						



Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)- [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	1,02,04,716	69,41,846	68.03	69,41,846	0	100	0
	Poll		32,62,870	31.97	32,62,870	0	100	0
	<b>Total</b>		<b>1,02,04,716</b>	<b>100.00</b>	<b>1,02,04,716</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	Remote E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	Remote E-Voting	58,52,750	5,09,428	8.70	5,09,128	300	99.94	0.06
	Poll		2,379	0.04	1,679	700	70.58	29.42
	<b>Total</b>		<b>5,11,807</b>	<b>8.74</b>	<b>5,10,807</b>	<b>1,000</b>	<b>99.80</b>	<b>0.20</b>

<b>Resolution No.</b>	<b>3</b>
Resolution required: (Ordinary / Special)	Ordinary Resolution: Appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N), as Statutory Auditors of the Company and to fix their remuneration.
Whether promoter / promoter group are interested in the agenda / resolution	No

Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)- [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	1,02,04,716	69,41,846	68.03	69,41,846	0	100	0
	Poll		32,62,870	31.97	32,62,870	0	100	0
	<b>Total</b>		<b>1,02,04,716</b>	<b>100.00</b>	<b>1,02,04,716</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	Remote E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	Remote E-Voting	58,52,750	5,09,428	8.70	5,09,328	100	99.98	0.02
	Poll		2,379	0.04	2,279	100	95.80	4.20
	<b>Total</b>		<b>5,11,807</b>	<b>8.74</b>	<b>5,11,607</b>	<b>200</b>	<b>99.96</b>	<b>0.04</b>



<b>Resolution No.</b>			<b>4</b>					
Resolution required: (Ordinary / Special)			Ordinary Resolution: Appointment of Mr. Ashok Kumar Gupta (DIN: 07294664) as an Independent Director of the company.					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3)= [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	1,02,04,716	69,41,846	68.03	69,41,846	0	100	0
	Poll		32,62,870	31.97	32,62,870	0	100	0
	<b>Total</b>		<b>1,02,04,716</b>	<b>100.00</b>	<b>1,02,04,716</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	Remote E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	Remote E-Voting	58,52,750	5,09,428	8.70	5,09,128	300	99.94	0.06
	Poll		2,379	0.04	1,779	600	74.78	25.22
	<b>Total</b>		<b>5,11,807</b>	<b>8.74</b>	<b>5,10,907</b>	<b>900</b>	<b>99.82</b>	<b>0.18</b>





## **Consolidated Report of Scrutinizer on remote e-voting and voting through polling paper**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20  
Of the Companies (Management and Administration) Rules, 2014]*

**To,  
The Chairman  
05<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
ADVANCE METERING TECHNOLOGY LIMITED  
Held On 30<sup>th</sup> September, 2016 at 09:00 am,  
At Time Farm, Khasra No. 13,  
Palla Bakhtawar Pur Road, Delhi-110036**

**Sub: Scrutinizer's Report on remote e-voting & voting through polling paper conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules 2014 and applicable provisions of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir,

The Board of Directors of the Company had, vide resolution passed in its Meeting held on **6<sup>th</sup> August 2016**, appointed me as a Scrutinizer for conducting the remote e-voting process and voting through polling paper in pursuance of the provision of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended from time to time and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and as per agreement with the Stock Exchanges to seek the approval of the Equity Shareholders for passing through remote e-voting / polling paper received in respect of the following **(Four) Ordinary Resolutions** as per the Notice of the **05<sup>th</sup> Annual General Meeting** of the members of the Company held on **Friday the 30<sup>th</sup> September, 2016** at 9.00 am at Time Farm, Khasra No. 13, Palla Bakhtawar Pur Road, Delhi-110036

<b>Resolution No(s).</b>	<b>Particulars</b>
<b>Ordinary Resolution(s)</b>	
1.	<b>Adoption of the Audited Financial Statements of the Company (Standalone and Consolidated) for the year ended March 31, 2016 together with the reports of the Board of Directors and Auditors' thereon.</b>





2.	<b>Re-appointment of Mr. Prashant Ranade (DIN No. 00006024), who retires by rotation.</b>
3.	<b>Appointment of M/s. S. S. Kothari Mehta &amp; Co., Chartered Accountants (Firm Registration No. 000756N), as Statutory Auditors of the Company and to fix their remuneration.</b>
4.	<b>Appointment of Mr. Ashok Kumar Gupta (DIN: 07294664) as an Independent Director of the company.</b>

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and polling paper received on the resolutions contained in the Notice of Annual General Meeting. My responsibility as a scrutinizer is to ensure that the voting process through remote e-voting and polling paper are conducted in fair and transparent manner and to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions based on the report generated from the e-voting system provided by the **National Securities Depository Limited** the authorized agency appointed by the Company for providing remote e-voting facilities and polling paper received by the Company.

I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:-

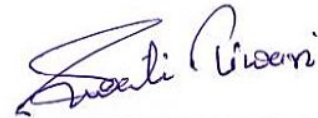
1. The Company has engaged the services of **National Securities Depository Limited ("NSDL")** as the Authorized Agency to provide secured system for remote e-voting process. The shareholders of the Company had been provided facility to vote on resolutions through the remote e-voting facility. Shareholders opting for remote e-voting facility, cast their votes on the designated website <https://www.evoting.nsdl.com> of NSDL.
2. The Company has completed on **3<sup>rd</sup> September 2016** the dispatch of Notice along with the details of Login ID and password to its members through registered parcel and through email by **NSDL** to members whose email ID was registered with the Company or its Registrar and Transfer Agent. The cut-off date for determining the eligibility of shareholders to exercise e-voting rights was **23<sup>rd</sup> September 2016**. Total shareholders of the Company as on the cut-off date were **12007**
3. The remote e-voting period remained open from **9:00 am (IST) on 27<sup>th</sup> September 2016 up to 5:00 pm (IST) on 29<sup>th</sup> September, 2016**. All the votes received by casting of votes electronically through NSDL portal up to **05:00 p.m. on 29<sup>th</sup> September, 2016**, the last date and time fixed by the Company were considered for my scrutiny.



4. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from the e-voting website of NSDL for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the AGM.
5. At the AGM, after the declaration of Poll by the Chairman, One ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my presence along with two witnesses (1) **Mr. Gulshan Ahuja, R/o H 7/10, Malviya Nagar, New Delhi-110017** and (2) **Ms. Swati Tiwari, R/o WZ 150, Shadipur, New Delhi-110008** who are not in the employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Boxes being unlocked in my presence. The Polling papers have been reconciled with the records maintained by the Company / Registrar & Share Transfer Agents of the Company and the authorization / proxies lodged with the Company.



Name: (Gulshan Ahuja)



Name: (Swati Tiwari)

7. The polling papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
8. After counting, the votes casted by the members and proxy holders present at the AGM through polling papers, the votes casted through remote e-voting by the members were unblocked on **Friday the 30<sup>th</sup> September, 2016 at 11:18 am (IST)** in the presence of **2 (Two)** witnesses namely **Mr. Gulshan Ahuja** and **Ms. Swati Tiwari**, who are not in the employment of the Company. They have signed below in the confirmation of the votes being unblocked in their presence



Name: (Gulshan Ahuja)



Name: (Swati Tiwari)

9. Thereafter, the details containing interalia, the information about shareholders voting "For" and "Against" the resolutions, were generated from the e-voting website of NSDL.
10. Based on report generated from the e-voting website of NSDL and voting through polling paper at AGM, the consolidated report on the result of voting on each resolution are given hereunder:





**Item No -1- Ordinary Resolution**

**Adoption of the Audited Financial Statements of the Company (Standalone and Consolidated) for the year ended March 31, 2016 together with the reports of the Board of Directors and Auditors' thereon.**

(i) Voted 'FOR' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	24	74,51,174	69.530
Voting through polling paper (in person or by proxy)	39	32,65,249	30.469
Total	63	1,07,16,423	99.999

(ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	1	100	0.001
Voting through polling paper (in person or by proxy)	Nil	Nil	Nil
Total	1	100	0.001

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	4	450
Total	4	450







**Item No -2- Ordinary Resolution**

**Re-appointment of Mr. Prashant Ranade (DIN No. 00006024), who retires by rotation.**

(i) Voted '**FOR**' the resolution :

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote e-voting	23	74,50,974	69.528
Voting through polling paper (in person or by proxy)	35	32,64,549	30.463
Total	58	1,07,15,523	99.991

(ii) Voted '**AGAINST**' the resolution :

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' of resolution	% of total number of valid votes cast
Remote e-voting	2	300	0.003
Voting through polling paper (in person or by proxy)	4	700	0.006
Total	6	1,000	0.009

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them were declared ' <b>Invalid</b> '
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	4	450
Total	4	450





**Item No -3- Ordinary Resolution**

**Appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N), as Statutory Auditors of the Company and to fix their remuneration.**

(i) Voted 'FOR' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	24	74,51,174	69.530
Voting through polling paper (in person or by proxy)	38	32,65,149	30.468
Total	62	1,07,16,323	99.998

(ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	1	100	0.001
Voting through polling paper(in person or by proxy)	1	100	0.001
Total	2	200	0.002

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	4	450
Total	4	450





**Item No -4- Ordinary Resolution**

**Appointment of Mr. Ashok Kumar Gupta (DIN: 07294664) as an Independent Director of the company.**

(i) Voted 'FOR' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-voting	23	74,50,974	69.528
Voting through polling paper (in person or by proxy)	35	32,64,649	30.464
Total	58	1,07,15,623	99.992

(ii) Voted 'AGAINST' the resolution :

Mode of voting	Number of members voted	Number of votes cast in 'Against' of resolution	% of total number of valid votes cast
Remote e-voting	2	300	0.003
Voting through polling paper (in person or by proxy)	4	600	0.005
Total	6	900	0.008

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them were declared 'Invalid'
Remote e-voting	Nil	Nil
Voting through polling paper (in person or by proxy)	4	450
Total	4	450





11. I would like to inform you that all the above Resolution(s) as contained in the Notice dated 6<sup>th</sup> August 2016 have been passed with requisite majority Resolution No 1 (One) to 4 (Four) as Ordinary Resolution. You may accordingly declare the result of the voting through Remote E-voting and Polling papers at AGM.
12. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the AGM shall remain in my safe custody until the Chairman consider, approves and signs the minutes of the aforesaid Annual General meeting and thereafter the same will be handed over to the Chairman for safe keeping.

Thanking you  
Yours faithfully



CS Navneet Arora

FCS: 3214, COP-3005

Scrutinizer

Prop: Navneet K Arora & Co.,

Company Secretaries

Place: New Delhi

Date: 1<sup>st</sup> October 2016